

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

**REVOCATION OF PREVIOUS POWER
OF ATTORNEY AND NEW POWER OF ATTORNEY/
STATEMENT UNDER 37 CFR 3.73(b)**

Applicant: Goldman, Sachs & Co.)
Applications: (See Below))

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Sir:

(1) I hereby revoke all previous powers of attorney or authorizations of agent in the below-identified applications.

(2) On behalf of Goldman, Sachs & Co., I state that I am the Assignee of record of the entire interest of the below-identified applications (evidence of my authority is shown on the attached Letter of Authority). This is evidenced by assignments from the inventor(s) of the patent applications identified below. The assignments were recorded in the United States Patent and Trademark Office at the Reel/Frame listed below.

U.S. Application No.	Filing Date	Assignment Reel/Frame/Date	Attorney Docket No.
10/074,584	02/12/02	012885/0218 – 05/10/02	G08.018
10/278,380	10/23/02	013366/0400 – 01/17/03	G08.031/U
10/135,623	04/30/02	013060/0378 – 07/08/02	G08.034
10/459,655	06/11/03	013855/0621 – 08/06/03	G08.035/U
09/772,427	01/30/01	012113/0790 – 08/27/01	G08.081
09/812,627	03/20/01	012127/0035 – 08/27/01	G08.124
09/812,628	03/20/01	012113/0809 – 08/27/01	G08.126
09/825,470	04/02/01	012077/0840 – 08/27/01	G08.127
09/919,413	07/31/01	012207/0983 – 09/28/01	G08.128
10/801,438	03/15/04	014866/0856 – 07/19/04	G08.129/U
10/775,868	02/10/04	014689/0566 – 06/04/04	G08.130/U
10/304,909	11/26/02	013643/0827 – 05/12/03	G08.131/U
10/263,430	10/02/02	N/A	G08.132
10/730,224	12/08/03	014470/0012 – 09/29/04	G08.133/U
09/974,212	10/09/01	013676/0943 – 05/23/03	G08.134
10/464,168	06/17/03	013869/0524 – 08/12/03	G08.135/U
10/021,124	10/30/01	012880/0938 – 05/07/02	G08.136
10/385,557	03/11/03	013855/0612 – 08/06/03	G08.137
10/313,202	12/06/02	013388/0087 – 01/27/03	G08.138/U
10/456,000	06/06/03	013869/0646 – 08/13/03	G08.139/U
10/463,918	06/18/03	013946/0070 – 09/05/03	G08.140/U
10/633,080	08/01/03	014121/0807 – 11/12/03	G08.141/U
10/626,683	07/24/03	014237/0447 – 01/06/04	G08.142/U
10/465,435	06/19/03	013918/0588 – 08/27/03	G08.143/U
10/459,258	06/11/03	013918/0025 – 08/26/03	G08.144/U
10/625,049	07/22/03	014237/0328 – 01/06/04	G08.145/U
10/713,421	11/14/03	014414/0591 – 03/10/04	G08.146/U
10/801,238	03/15/04	015206/0383 – 10/01/04	G08.147/U
10/464,601	06/18/03	013855/0490 – 08/05/03	G08.148/U
10/737,217	12/15/03	014569/0368 – 04/27/04	G08.150/U
09/723,694	11/28/00	011918/0135 – 06/12/01	G08.151/U
09/724,075	11/28/00	011917/0700 – 03/12/01	G08.155

(3) I hereby appoint the following attorney(s) and/or agent(s) to prosecute these applications and transact all business in the Patent and Trademark Office connected therewith:

PTO Customer Number 28062

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Respectfully submitted,

 GOLDMAN, SACHS & CO.

10/5/06
Date

Gregory K. Palm
Managing Director

THE GOLDMAN, SACHS & CO. L.L.C.

Assistant Secretary's Certificate

I, JULIE M. ABRAHAM, an Assistant Secretary of The Goldman, Sachs & Co. L.L.C. (the "Company"), a Delaware limited liability company and a general partner of Goldman, Sachs & Co., a New York limited partnership, hereby certify that:

(a) Attached hereto as Annex A is a true copy of a resolution duly adopted by the members of the Company by written action as of November 30, 1996 granting the Chief Executive Officer of the Company the power, from time to time, to name persons as Managing Directors of Goldman, Sachs & Co.; such resolution has not been amended, modified or rescinded, remains in full force and effect and is the only such resolution adopted by the members or the Directors of the Company or the partners of Goldman, Sachs & Co. relating to the appointment of Managing Directors of Goldman, Sachs & Co.; and

(b) Attached hereto as Annex B is a true copy of the appointment and delegation of authority, dated as of July 25, 2006 executed by the Chief Executive Officer of the Company and naming the persons listed thereon as Managing Directors of Goldman, Sachs & Co. and delegating to such persons the power to carry out the business of Goldman, Sachs & Co.; such appointment and delegation of authority has not been amended, modified or rescinded and remains in full force and effect; and

(c) Attached hereto as Annex C is a true copy of resolutions duly adopted by the Directors of the Company appointing each person named in such resolutions as an officer or authorized person of the Company in the capacity set forth therein; such resolutions have not been amended, modified or rescinded, remain in full force and effect and are the only such resolutions adopted by the members or the Directors of the Company or the partners of Goldman, Sachs & Co. relating to the appointment of officers or authorized persons of the Company which are in full force and effect.

(d) Attached hereto as Annex D is a true copy of Article I, Paragraph 1 of Goldman, Sachs & Co.'s Memorandum of Agreement, amended and restated as of November 30, 1996, as amended, which remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: September 11, 2006



Name: JULIE M. ABRAHAM
Title: Assistant Secretary

ANNEX A

Resolution of the Members of
The Goldman, Sachs & Co. L.L.C.
Adopted by Written Action
as of November 30, 1996

The following resolution was adopted by the members of The Goldman, Sachs & Co. L.L.C. (the "Company") by written action as of November 30, 1996:

FURTHER RESOLVED, that the Chief Executive Officer of the Company shall have the power, from time to time, as such Chief Executive Officer shall deem appropriate for the purposes of carrying out the business of Goldman, Sachs & Co., to name persons as Managing Directors of Goldman, Sachs & Co.

Annex BAppointment and Delegation of Authority

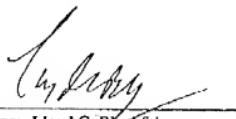
The undersigned, Lloyd C. Blankfein, the Chief Executive Officer of The Goldman, Sachs & Co. L.L.C., a Delaware limited liability company (the "Company") and a general partner of Goldman, Sachs & Co., a New York limited partnership, pursuant to the resolutions of the members of the Company adopted as of November 30, 1996, does hereby:

- (i) name each person listed on Exhibit A hereto as a Managing Director of Goldman, Sachs & Co. to hold office for so long as such person is an employee of Goldman, Sachs & Co. or an affiliate thereof or until removed by an appointment and delegation of authority of the duly appointed Chief Executive Officer of the Company that supersedes this appointment and delegation of authority or until such person's resignation; and
- (ii) delegate to each such person while a Managing Director the power to carry out the business of Goldman, Sachs & Co.

This Appointment and Delegation of Authority supersedes all prior Appointments and Delegations of Authority.

IN WITNESS WHEREOF, Lloyd C. Blankfein has caused this appointment and delegation of authority to be delivered on the date indicated below.

Dated: July 25, 2006



Name: Lloyd C. Blankfein
Title: Chief Executive Officer

EXHIBIT A
(7/25/06)Managing Directors of Goldman, Sachs & Co.

Paul R. Aaron	Milton R. Berlinski
Peter C. Aberg	Andrew S. Berman
Hilary E. Ackermann	Frances R. Bermanzohn
Charles F. Adams	Stuart N. Bernstein
Jeffrey D. Adams	Robert A. Berry
Ben I. Adler	John D. Bertuzzi
Nick S. Advani	Elizabeth E. Beschel
Gregory A. Agran	Gaurav Bhandari
Raanan Agus	Leslie A. Biddle
Andrew W. Alford	Lloyd C. Blankfein
Analisa M. Allen	Vivck Bohra
Thomas K. Amster	David R. Boles
Elizabeth D. Anderson	Marjorie Boliscar
William D. Anderson, Jr.	Ralane F. Bonq
John G. Andrews	Douglas L. Borden
Douglas M. Angstrom	J. Theodore Borter
Lori B. Appelbaum	Susan G. Bowers
William W. Archer	John E. Bowman III
Philip S. Armstrong	Mairtin Brady
Lori H. Arndt	Lester R. Braffman
Rachel Ascher	Michael J. Brandmeyer
Anne A. Avanessian	Thomas C. Brasco
Dean C. Backer	Andrew J. Braun
Charles Baillie	Alan J. Brazil
Dolores S. Bamford	Anne P. Brennan
William J. Bannon	John J. Breyo
Benjamin C. Barber	Timothy J. Bridges
Jeffrey D. Barnett	Tony M. Briney
Scott B. Barringer	Patrick T. Brody
Steven M. Barry	Samuel S. Britton
Stacy Bush-Polley	Craig W. Broderick
Jonathan A. Beinert	Clifford V. Brokaw IV
Janet L. Bell	Adam J. Brooks
Stephanie K. Bell-Rose	Russell A. Broome
Jordan M. Bender	Torrey J. Browder
Tracey E. Benford	Cynthia A. Brower
Slim C. Bentami	Derek T. Brown
Susan M. Beuz	Melissa R. Brown
Kenneth T. Berents	Samantha R. Brown
Michael G. Berini	Nancy D. Browne

Peter D. Brundage
Steve M. Bunkin
Steven M. Bunson
Mark J. Buono
Elizabeth M. Burban
Randall S. Burkert
Joseph M. Busuttil
George H. Butcher III
Edin Buturovic
Jason G. Cahilly
Anthony Cammarata, Jr.
Gerald J. Cardinale
Gregory B. Carey
Mark M. Carhart
David C. Carlbach
Valentino D. Carlotti
Marguarite A. Carmody
Anthony H. Carpet
Michael J. Carr
Mark Carroll
Chris Casciato
Christopher L. Castello
John W. Cembrook
Eduardo Centola
Robert J. Ceremsak, Jr.
Amy L. Chasen
Martin R. Chavez
Andrew A. Chisholm
W. Reed Chisholm II
Thomas V. Cholnoky
Robert J. Christie
John Chrysikopoulos
Jane P. Chwick
James B. Clark
Kent A. Clark
Kelly C. Coffey
Abby Joseph Cohen
Alan M. Cohen
Gary D. Cohn
Christopher A. Cole
Timothy J. Cole
Scott Coleman
Denis P. Coleman III
Marcus R. Colwell
Peter H. Comisar
Laura C. Conigliaro

Thomas V. Conigliaro
William J. Conley, Jr.
Thomas G. Connolly
Frank T. Connor
Ian C. Connor
Linnea K. Conrad
Edith W. Cooper
Kenneth W. Coquilette
Colin J. Corgan
Thomas W. Cornacchia
Henry Cornell
E. Gerald Corrigan
Ann S. Costello
Frank L. Coulson, Jr.
James V. Covello
Randolph L. Cowen
Brahm S. Cramer
Michael J. Crinieri
Michael L. Crowl
John W. Curtis
Linda S. Daines
Paul B. Daitz
Jeffrey F. Daly
John S. Daly
Stephen D. Daniel
Kent D. Daniel
Frederick C. Darling
Matthew S. Darnall
David H. Dase
Michael C. Dawley
Giorgio De Santis
Bradley S. DeFoor
Mark F. Dehner
James Del Favero
Thomas F. Dempsey
Mark E. DeNatale
Armando A. Diaz
Ahmad B. Dik
Joseph P. DiSabato
Michele J. Docherty
Albert F. Dombrowski
Katalinka I. Domotorffy
Suzanne O. Donohoe
James H. Donovan
Jana Hale Doty
Keith Douglas

Thomas M. Dowling
Daniel A. Dreyfus
Donald J. Duct
Brian J. Duffy
Brian F. Duggan
Karlo J. Duvnjak
Jay S. Dweck
Michael L. Dweck
Kirsten A. Dzialga
Todd R. Eagle
David C. Earling
Seaborn S. Eastland
Kenneth M. Eberts III
Paul S. Efron
Herbert E. Ehlers
Robert K. Ehudin
John E. Eisenberg
David P. Eiseman
Gregory H. Ekizian
Kathy G. Elsesser
Glen D. Engel
Katherine B. Enquist
Earl S. Enzer
James P. Esposito
Michael P. Esposito
Bruce J. Evans
Mark Evans
William J. Fallon
Jess T. Fardella
Elizabeth C. Fascatelli
Matthew J. Fassler
Jeffrey F. Fastov
Nigel K. Faulkner
Regina M. Feeney
Norman Feit
Stephan J. Feldgoise
Steven M. Feldman
Patrick J. Fels
Laurie R. Ferber
Jose M. Fernandez
Gail S. Fierstein
Gregory A. Finck
Samuel W. Finkelstein
Peter E. Finn
Howard Fisher
David A. Fishman

David L. Fishman
James A. Fitzpatrick
Mark B. Florian
Elisabeth Fontenell
Elizabeth J. Ford
Silverio Foresi
Edward C. Forst
Colleen A. Foster
Linda M. Fox
Oliver L. Frankel
Jeffrey S. Frase
Orit P. Freedman
Barry J. Friedman
Richard A. Friedman
Thomas G. Fruge
Robert K. Frumkes
C. Douglas Fuge
Timothy T. Fury
Dino Fusco
Enrico S. Gaglioti
Timur F. Galen
Sean J. Gallagher
Ivan C. Gallegos Rivas
Kristin Friesc Gannon
Guillermo Garcia
Kevin S. Gasvoda
Richard A. Genna
Paul E. Germain
Kenneth K. Gershenfeld
Scott A. Gieselman
Gary T. Giglio
H. John Gilbertson, Jr.
Michelle Gill
Nicholas G. Giordano
Joseph H. Gleberman
Alicia K. Glen
Nancy S. Gloor
Justin G. Gimlich
Jeffrey B. Goldenberg
Rachel C. Golder
Court E. Columbic
James Gomez
Gregg A. Gonsalves
Francisco X. Gonzalez
Larry J. Goodwin
Andrew M. Gordon

Robert D. Gottlieb
Gregory M. Gould
Maria M. Grant
Eldridge F. Gray
Michael J. Graziano
David J. Greenwald
Peter W. Grieve
Michael J. Grimaldi
Peter Gross
Kevin J. Guidotti
Arun M. Gunewardena
Celeste A. Guth
Vladimir M. Gutin
Jason R. Haas
John D. Haase
Edward G. Hadden
Erol Hakanoglu
Thomas E. Halverson
Elizabeth M. Hammack
Mark K. Hancock
Mary L. Harmon
Roger C. Harper
A. John Hass
Jan Hatzius
Edward A. Hazcl
Douglas C. Heidt
David B. Heller
William L. Hemphill
David P. Hennessey
Peter C. Herber
Bruce A. Heyman
Stephen P. Hickey
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Joanne M. Hill
Nigel R. Hill
Donald W. Himpel
Kenneth L. Hirsch
Kenneth W. Hitchner
Maykin Ho
Timothy E. Hodgson
Christopher G. Hogg
Todd Hohman
Margaret J. Holen
Daniel E. Holland III
Teresa E. Holliday
Dane E. Holmes

Robert M. Holt III
Gregory T. Hoogkamp
Sean C. Hoover
Jay D. Horine
Robert D. Hornats
James P. Houghton
Robert Howard
Mark Howard-Johnson
Loo Z. Huang
Paul J. Hochro
Robyn A. Huffman
Alastair J. Hunt
Edith A. Hunt
Christopher E. Hussey
Robert P. Incorvia
Toni-Dara Infante
Francis J. Ingrassia
Timothy J. Ingrassia
Leonid Ioffe
Raymond J. Iwanowski
Walter A. Jackson
William L. Jacob III
Robert K. Jacobsen
James A. Jacobson
Roma A. Jakiwczyk
David L. Jasper
Andrew R. Jessop
Peter T. Johnston
Andrew J. Jonas
Adrian M. Jones
Robert C. Jones
Kevin M. Jordan
Roy R. Joseph
Keanuth L. Josselyn
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Richard Katz
Stuart A. Katz
James C. Katzman
Richard L. Kauffman
David K. Kaugher
Alan S. Kava
Larry M. Kellerman
John L. Kelly
Annette C. Kelton
Kevin W. Kennedy

Gioia M. Kennett
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Thomas J. Kenny
Steven E. Kent
Steven Kerr
Lawrence S. Keusch
Scott E. Kilgallen
John T. Kilgallon
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James A. King
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Reinhard B. Koester
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Scott R. Lange
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Roy L. Lapidus
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Anthony D. Lauto
John J. Lauto
Matthew Lavicka
David N. Lawrence
Hugh J. Lawson
Brian J. Lee

Geoffrey C. Lee
George C. Lee
Gregory D. Lee
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Marina L. Roesler
James H. Rogan

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J. Timothy Romer
Eileen P. Romminger
Pamela P. Root
Clifton P. Rose
David J. Rosenblum
Jacob D. Rosengarten
Ivan Ross
Michael J. Rost
Lisa A. Rotenberg
Marc A. Rothenberg
Stuart M. Rothenberg
Michael S. Rotter
David T. Rusoff
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Pamela S. Ryan
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Brian J. Saluzzo
J. Michael Sanders
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Clare R. Scherer
Howard B. Schiller
Clifford D. Schlesinger
Vivian C. Schneck-Last
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Adam Sherman
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Keith A. Shultz
Michael H. Siegel
Ralph J. Silva
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David T. Simons
Michael L. Simpson
Ravi M. Singh
Ravi Sinha
Barry Sklar
Jeffrey S. Sloan
Marshall Smith
Michael M. Smith
Sarah E. Smith
Norborne G. Smith III
John E. Smollen
Jonathan S. Sobel
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David M. Solomon
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Nicholas J. Spencer
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Robert C. Spofford
James Sprayregen
Joseph F. Squeri
Alec P. Stais
Esta E. Stecher
Laurence Stein

Thomas J. Stein
Chase O. Stevenson
Richard J. Stingi
Raymond S. Stoltz
John D. Storey
Raymond B. Strong III
Steven II. Strongin
Randolph A. Stuzin
Krishnamurthy Sudarshan
Christopher P. Sullivan
Patrick Sullivan
Ram K. Sundaram
Richard J. Sussman
Damian E. Sutcliffe
Gary J. Sveva
Robert J. Sweeney
Michael J. Swenson
Gene T. Sykes
Adam L. Taetle
Thomas P. Takacs
Massimo Tassan-Solet
Eric N. Tavel
Teresa A. Teague
Greg W. Tebbe
Thomas D. Teles
David H. Tenney
Mark R. Tercek
Pawan Tewari
Cory W. Thackeray
Peter K. Tomozawa
Brian J. Toolan
John D. Tracy
Terrence P. Travis
Stephen S. Trevor
Byron D. Trott
Michael A. Troy
Donald J. Truesdale
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Thomas A. Wagner
John E. Waldron
Paul Walker
Robert P. Wall
Theodore T. Wang
Alan S. Waxman
David M. Weil
John S. Weinberg
John C. Weingart
Gregg S. Weinstein
Scott R. Weinstein
Richard A. Weissmann
George W. Welde, Jr.
Eileen M. White
Elisha Wiesel
C. Howard Wichtschner
David D. Wildermuth
Edward R. Wilkinson
Oliver C. Will
Kevin L. Willens
Susan A. Willetts
Todd A. Williams
John S. Willian
Dominic A. Wilson
Kendrick R. Wilson III
Joel M. Wine
Kurt D. Winkelmann
Jon Winkelried
Michael S. Wishart
Melinda B. Wolfe
Tracy R. Wolstencroft
Jon A. Woodruff
Anne Yang-Dwyer
W. Thomas York, Jr.
Thomas G. Young
Peter J. Zangari
Gregory Zenna
Joan H. Zief
Lauren J. Zucker

Annex C

THE GOLDMAN, SACHS & CO. L.L.C.**Written Consent of Directors**

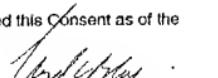
The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

RESOLVED, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

FURTHER RESOLVED, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of July, 2006.



Lloyd C. Blankfein

Gary D. Cohn

Suzanne Nora Johnson

John S. Weinberg

Jon Winkelried

THE GOLDMAN, SACHS & CO. L.L.C.**Written Consent of Directors**

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

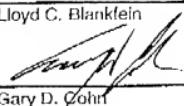
RESOLVED, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

FURTHER RESOLVED, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of July, 2006.

Lloyd C. Blankfein



Gary D. Cohn

Suzanne Nora Johnson

John S. Weinberg

Jon Winkelried

THE GOLDMAN, SACHS & CO. L.L.C.**Written Consent of Directors**

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

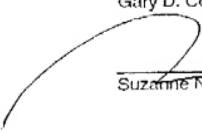
RESOLVED, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

FURTHER RESOLVED, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of July, 2006.

Lloyd C. Blankfein

Gary D. Cohn

Suzanne Nora Johnson

John S. Weinberg

Jon Winkelried

THE GOLDMAN, SACHS & CO. L.L.C.**Written Consent of Directors**

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

RESOLVED, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

FURTHER RESOLVED, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of July, 2006.

Lloyd C. Blankfein

Gary D. Cohn

Suzanne Nora Johnson


John S. Weinberg

Jon Winkelried

THE GOLDMAN, SACHS & CO. L.L.C.**Written Consent of Directors**

The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

RESOLVED, that Lloyd C. Blankfein is hereby removed as President and Chief Operating Officer of the Company;

FURTHER RESOLVED, that the following persons are elected to hold the offices of the Company set forth opposite their respective names from the date hereof until their successors are elected and qualified or until their earlier resignation or removal or until such persons cease to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such powers and duties in the management of the Company as generally pertain to their respective offices:

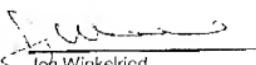
Lloyd C. Blankfein	Chairman, Chief Executive Officer
Gary D. Cohn	President, co-Chief Operating Officer
Jon Winkelried	President, co-Chief Operating Officer
John S. Weinberg	Vice Chairman

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of July, 2006.

Lloyd C. Blankfein

Gary D. Cohn

Suzanne Nora Johnson

John S. Weinberg
Jon Winkelried

THE GOLDMAN, SACHS & CO. L.L.C.
Written Consent of Directors

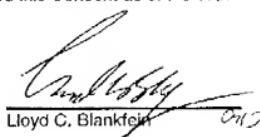
The undersigned, being Directors of THE GOLDMAN, SACHS & CO. L.L.C., a Delaware limited liability company (the "Company"), hereby take the following action in lieu of a meeting:

RESOLVED, that the following person(s) is/are elected to hold the office(s) of the Company set forth opposite his/her/their respective name(s) from the date hereof until his/her/their successor(s) is/are elected and qualified or until his/her/their earlier resignation or removal or until such person(s) ceases to be employed by The Goldman Sachs Group, Inc. ("GS") or any company controlled by or under common control with GS, with such officers having such power and duties in the management of the Company as generally pertain to their respective offices, and that all persons previously elected as officers of the Company are hereby removed as officers of the Company:

Henry M. Paulson, Jr.	Chairman
Suzanne M. Nora Johnson	Vice Chairman
Lloyd C. Blankfein	President
Henry M. Paulson, Jr.	Chief Executive Officer
Lloyd C. Blankfein	Chief Operating Officer
David A. Viniar	Chief Financial Officer
David A. Viniar	Executive Vice President
Gregory K. Palm	Secretary
Esta E. Stecher	Secretary
Elizabeth E. Beshel	Treasurer
Julie Abraham	Assistant Secretary
Matthew Furman	Assistant Secretary
Kenneth L. Josselyn	Assistant Secretary
Matthew E. Tropp	Assistant Secretary
Steven M. Bunson	Assistant Treasurer
Arnold S. Naik	Assistant Treasurer

Gregory K. Palm	General Counsel
Esta E. Stecher	General Counsel
Frances R. Bermanzohn	Deputy General Counsel
Kenneth L. Josselyn	Associate General Counsel

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of May, 2006.



Lloyd C. Blankfein

Suzanne M. Nora Johnson

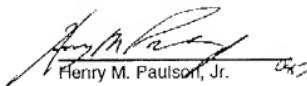
Henry M. Paulson, Jr.

Gregory K. Palm	General Counsel
Esta E. Stecher	General Counsel
Frances R. Bermanzohn	Deputy General Counsel
Kenneth L. Josselyn	Associate General Counsel

IN WITNESS WHEREOF, the undersigned have signed this Consent as of the 17th day of May, 2006.

Lloyd C. Blankfein

Suzanne M. Nora Johnson



Henry M. Paulson, Jr. 242

ANNEX D**ARTICLE I****General Provisions**

1. *General.* The partnership name shall be Goldman, Sachs & Co., and the business shall be to engage (directly or through subsidiary or affiliated companies) in the financial services and securities businesses including, without limitation, investment banking, public or private finance, financial advisory services, merchant banking, asset or hedge fund management, or securities, futures, commodities, derivatives or currency brokerage sales, lending, custody, clearance settlement or trading in any place in the world and such other activities as LLC may determine, foreign and domestic exchange and investments of all kinds, and acting as broker in the buying and selling of real estate or interests therein.